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(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

MAY 11 2015

I. BRUCE

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallhassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 619319 5019639

AUTHORIZATION :

COST LIMIT : $ 125.00

ORDER DATE : May 6, 2015

ORDER TIME : 10:20 AM

ORDER NO. : 619319-020

CUSTOMER NO: 5019639

FOREIGN FILINGS

NAME: JONES FOREIGN BLOCKER S.A.R.L.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX______ PLAIN STAMPED COPY
________ CERTIFICATE OF GOOD STANDING

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TALLAHASSEE FLORIDA

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER: ____________________

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Jones Foreign Blocker S.a.R.L.

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Jones Foreign Blocker S.A.R.L. LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C," or "LLC.")

2. Luxembourg

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 98-1182744

(FEI number, if applicable)

4.

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 19 rue de Bitbourg, L-1273, Luxembourg

(Street Address of Principal Office)

6. 180 Rittenhouse Circle

Bristol, PA 19007

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Stefan Kaluzny, Manager, 180 Rittenhouse Circle, Bristol, PA 19007

Veronique Marty, Manager, 19 rue de Bitbourg L-1273, Luxembourg

Joseph Donnalley, Vice President, 180 Rittenhouse Circle, Bristol, PA 19007

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

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Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Joseph T. Donnalley

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Jones Foreign Blocker S.a.R.L.

If unavailable, the alternate to be used in the state of Florida is:

Jones Foreign Blocker S.A.R.L. LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

Corporation Service Company
By: [signature] **Daniel P. Callahan Asst Vice President**
(Signature)

$ 100.00	**Filing Fee for Application**
$ 25.00	**Designation of Registered Agent**
$ 30.00	**Certified Copy (optional)**
$ 5.00	**Certificate of Status (optional)**

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TALLAHASSEE FLORIDA

WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that I am the Authorized Person

of Jones Foreign Blocker S.a.R.L.,
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Luxembourg.
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the requirements of the s. 605.0112, F.S., the limited liability company hereby adopts the following name to transact business in the state of Florida:

Jones Foreign Blocker S.A.R.L. LLC.
(Name to be used by limited liability company in Florida. NOTE: Name must contain Limited Liability Company, L.L.C., or LLC.)

Signature Authorized Person

4-29-2015
Date

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TALLAHASSEE, FLORIDA

**Registre de Commerce
et des Sociétés**
Luxembourg

EXTRAIT

Jones Foreign Blocker S.à r.l.

Numéro d'immatriculation : B 185740
Date d'immatriculation / d'inscription : 02/04/2014

Dénomination(s) ou raison(s) sociale(s) :
Jones Foreign Blocker S.à r.l.

Forme juridique : Société à responsabilité limitée

Siège social :
19, rue de Bitbourg
L - 1273 Luxembourg

Indication de l'objet social : La Société a pour objet la détention de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères et de toute autre forme de placement, l'acquisition par achat, souscription ou de toute autre manière, de même que le transfert par vente, échange ou toute autre manière de valeurs mobilières de tout type, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille de participations. La Société peut également garantir, accorder des sûretés, accorder des prêts ou assister de toute autre manière des sociétés dans lesquelles elle détient une participation directe ou indirecte ou un droit de quelque nature que ce soit ou qui font partie du même groupe de sociétés que la Société. Excepté par voie d'appel publique à l'épargne, la Société peut lever des fonds en faisant des emprunts sous toute forme ou en émettant toute sorte d'obligations, de titres ou d'instruments de dettes, d'obligations garanties ou non garanties, et d'une manière générale en émettant des valeurs mobilières de tout type.La Société peut exercer toute activité de nature commerciale, industrielle, financière, immobilière ou de propriété intellectuelle qu'elle estime utile pour l'accomplissement de ces objets.

Capital social / fonds social :

Montant : 20.000 USD

Etat de libération: Entièrement libéré

Date de constitution : 12/03/2014

Durée :
Illimitée

Exercice social :
Par exception, l'exercice social ayant débuté en date du 12/03/2014 se terminera en date du 31/12/2014.
Du: 01/01 au: 31/12

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RC001

Associé(s) :

Dénomination ou raison sociale : Jones Apparel Topco Limited
Forme juridique : Limited company
Pays : Caïmanes, Iles
Numéro d'immatriculation : 98-1159071
Nom du registre : Registre de commerce et des sociétés
Siège social de la personne morale :
South Church Street, bâtiment Ugland House, KY - KY1-1104 Grand Cayman
Parts détenues : 20.000 parts sociales

Administrateur(s)/gérant(s) :

Régime de signature statutaire : La Société sera valablement engagée vis-à-vis des tiers en toutes circonstances (i) par la signature du gérant unique, ou, lorsqu'ils sont plusieurs, par la signature conjointe de deux (2) gérants, et dans le cas de nomination des gérants de catégories A et B, par la signature conjointe d'au moins un (1) gérant de classe A et un (1) gérant de classe B, ou (ii) par la signature conjointe ou la seule signature de toute(s) personne(s) à laquelle/auxquelles pareil pouvoir de signature aura été délégué par le conseil de gérance, dans les limites de cette délégation.

Organe : Conseil de gérance

Nom : Marty Prénom(s) : Véronique
Fonction : Gérant de catégorie B
Adresse privée ou professionnelle de la personne physique :
19, rue de Bitbourg, L - 1273 Luxembourg
Durée du mandat : Indéterminée Date de nomination : 12/03/2014

Nom : Kaluzny Prénom(s) : Stefan
Fonction : Gérant de catégorie A
Adresse privée ou professionnelle de la personne physique :
9, West 57th Street, étage 31st Floor, USA - NY 10019 New York
Durée du mandat : Indéterminée Date de nomination : 12/03/2014

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(*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

Pour extrait conforme (¹)

Luxembourg, le 22/04/2015

Pour le gestionnaire du registre de commerce et des sociétés

Kill Michel

Michel KILL

¹ En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

RC001

Trade and Companies Register
Luxembourg

EXCERPT

Jones Foreign Blocker S.à r.l.

Registration number: B 185740
Date of registration/entry: 02/04/2014

Corporate name(s):
Jones Foreign Blocker S.à r.l.

Legal form: *Société à responsabilité limitée* (private limited company)

Registered office:
19, rue de Bitbourg
L - 1273 Luxembourg

Corporate object: The purpose of the Company is the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio. The Company may further guarantee, grant security, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company. The Company may, except by way of public offering, raise funds especially through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type. The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it considers useful for the accomplishment of these purposes.

Share capital / capital stock:

Amount: USD 20,000

Payment status: Fully paid up

Date of incorporation: 12/03/2014

Duration:
Unlimited

Financial year:
By exception, the financial year began on 12/03/2014 and shall end on 31/12/2014.
From: 01/01 to 31/12

Xavier [illegible]
traducteur assermenté
certified translator
beeidigter Übersetzer
Luxembourg
23.4 2015

Shareholder(s):
Company name: Jones Apparel Topco Limited
Corporate form: Limited company
Country: Cayman Islands
Registration number: 98-1159071
Name of the register: General Registry
Registered office of the legal person:
South Church Street, Ugland House building, KY - KY1-1104 Grand Cayman
Shares held: 20,000 shares

Director(s)/ manager(s):
Statutory signatory power: The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole manager, or, if the Company has several managers, by the joint signature of any two (2) managers, and in the case of appointment of A and B managers, by the joint signature of at least one (1) class A manager and one (1) class B manager, or (ii) by the joint signatures or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of managers within the limits of such delegation.

Body: Board of managers

Last name: Marty First name(s): Véronique
Position: Class B manager
Private or professional address of the natural person:
19, rue de Bitbourg, L - 1273 Luxembourg
Term of office: Unlimited Date of appointment: 12/03/2014

Last name: Kaluzny First name(s): Stefan
Position: Class A manager
Private or professional address of the natural person:
9, West 57th Street, 31st Floor, USA - NY 10019 New York
Term of office: Unlimited Date of appointment: 12/03/2014

(*)Excerpt of the registration: for further details, please refer to the corporate file.

POUR TRADUCTION CONFORME – CERTIFIED TRANSLATION

Xavier Devaby
traducteur assermenté
certified translator
beeidigter Übersetzer
Luxembourg
23.4.2015

For identical excerpt ([1])

Luxembourg, 22/04/2015

For the administrator of the Trade and Companies Register

[*signature*]

Michel KILL

[1] In accordance with article 21, paragraph 2, of the amended law of 19 December 2002 on the Trade and Companies Register and on the accounting records and annual accounts of companies and article 21 of the amended Grand-Ducal Regulation of 23 January 2003 implementing the law of 19 December 2002, this excerpt includes at least the data communicated to the Trade and Companies Register up to three days before the issuance date of such excerpt. If a modification has been notified to the Trade and Companies Register in the meantime, it might not have been taken into account at the time of issuance of such excerpt.

POWER OF ATTORNEY

The undersigned,

Jones Foreign Blocker S.à r.l., a *société à responsabilité limitée* incorporated and organized under the laws of Luxembourg with a share capital of USD 20,000, having its registered office at 19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B185740,

represented by Mr. Stefan Kaluzny in his capacity as class A manager and Ms. Véronique Marty in her capacity as class B manager of the undersigned,

hereby gives power of attorney to Mr. Joseph Donnalley, born on September 4, 1957 in the Commonwealth of Pennsylvania, United States of America and residing at 1837 Thornbury Drive, Maple Glen, Pennsylvania 19002 USA with U.S. Passport #475328350 (the "**Attorney**"), to conduct in the name and on behalf of the undersigned, all tax filings and qualifications for the undersigned, and in particular to carry out the following operations,:

1. sign on behalf of the undersigned any document in relation to the filing of tax documentation with any public authorities in Luxembourg (or abroad); and
2. represent, provide instruction to, sign, and any other lawful activity required by any U.S. or state governmental institution, U.S. or state taxation or treasury authority, U.S. or state department of revenue, any secretary of state, relating to the Company as may be required in the normal course of business.

All powers are given to the Attorney to do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfillment of the present power of attorney, while the undersigned promises to ratify all said actions taken by the Attorney whenever requested.

This power of attorney, and the rights, obligations and liabilities of the undersigned and the Attorney hereunder, shall be governed by the laws of Luxembourg.

Any claims, disputes or disagreements arising under, in connection with or by reason of this power of attorney shall be brought by the undersigned and the Attorney in the courts of Luxembourg-City, and each of the undersigned and the Attorney hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

The present power of attorney shall remain valid until January 1, 2020 or until earlier revoked by the Company.

[remainder of page intentionally left blank; signature page to follow]

Given and signed on 2 April 2015.

Jones Foreign Blocker S.à r.l.

By : Stefan Kaluzny
Title : Class A Manager

By : Véronique Marty
Title : Class B Manager